

Spin-Off of Cleaning Services from IMPEL SA to IMPEL Cleaning Sp. z o.o., a Subsidiary Undertaking, and the Related Increase in the Share Capital of IMPEL Cleaning Sp. z o.o.

Current Report No. 45/2005 of December 23rd 2005

In connection with the spin-off of cleaning services to Impel Cleaning Sp. z o.o. (subsidiary undertaking) and with reference to Current Report No. 33/2005 of September 23rd 2005 and the Extraordinary General Shareholders Meeting's Resolution of October 17th 2005 approving the spin-off of cleaning services from Impel SA, the Executive Board of Impel SA hereby reports that on December 22nd 2005, it resolved to increase the share capital of Impel Cleaning Sp. z o.o. of Wrocław, from PLN 1,100,000 to PLN 71,700,000, i.e. by PLN 70,600,000, through the acquisition of 141,200 shares with a par value of PLN 500 per share.

The acquisition of the shares in the increased share capital will be covered with a non-cash contribution of an organised part of the Company's business related to the provision of cleaning services. The non-cash contribution will comprise the tangible and intangible assets used directly to provide cleaning services, currently held by Impel SA. As part of the contribution, the Company will also transfer to Impel Cleaning Sp. z o.o. the rights to perform cleaning services. Pursuant to Art. 23' of the Polish Labour Code, all blue and white collar workers engaged in the provision of the aforementioned services will also be transferred to Impel Cleaning Sp. z o.o.

The non-cash contribution will be made and the ownership title thereto will be transferred to Impel Cleaning Sp. z o.o. as of January 1st 2006.

The decision of the Executive Board of Impel SA was made in pursuance of the reorganisation programme the Impel Group initiated in 2001 (whose first phase comprised the spin-off of security services from Impel SA and establishment of Impel Security Polska Sp. z o.o.) and as part of the process of spinning off common services provided to all Impel Group undertakings, initiated in the first half of 2004.

The organisational changes to the Impel Group's structure aim at ensuring a clear-cut division of corporate functions and responsibilities of the Group's product companies, as well as improving the clarity and comparability of their results, simplifying the decision-making process, and accelerating the integration of the sector companies with acquired entities (if such acquisitions are made). As a result of the separation of executive functions from the operating ones, the executive staff of Impel Cleaning Sp. z o.o. will be able to focus solely on the development of cleaning services, as it will no longer be engaged in corporate management issues.

The objective of the last stage of the reorganisation is to establish the following structure of the Impel Group's organisational units: the Corporate Board, business units conducting operating activities and service companies providing services to business units.

Legal basis:

Art. 56.1.1. of the Public Offering Act.